

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: :
GENERAL MOTORS CORP., *et al.*, : Case No. 09-50026 (REG)
: :
Debtors. : (Jointly Administered)
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**ORDER GRANTING MOTION OF WELLS FARGO BANK
NORTHWEST, N.A., AS AGENT FOR AN ENTRY OF AN ORDER
(I) INITIATING VALUATION PROCEEDINGS IN ACCORDANCE
WITH THE SALE ORDER, AND (II) ESTABLISHING A SCHEDULE
WITH RESPECT TO THE VALUATION PROCEEDINGS**

Upon the Motion dated January 14, 2011 of Wells Fargo Bank Northwest, N.A. (“Wells Fargo”), as Agent (the “Agent”), on behalf of Norddeutsche Landesbank Girozentrale (New York Branch), as Administrator (the “Administrator”), Hannover Funding Company (the “CP Lender”), and Deutsche Bank, AG, New York Branch, HSBC Bank USA, ABN AMRO Bank N.V., Royal Bank of Canada, Bank of America, N.A., Citicorp USA, Inc., Merrill Lynch Bank USA, Morgan Stanley Bank, as purchasers, (collectively, with the Administrator, the “TPC Lenders”), for an entry of an order initiating valuation proceedings in accordance with the Order (I) Authorizing Sale of Assets Pursuant to Amended and Restated Master Sale and Purchase Agreement With NGMCO, Inc., a U.S. Treasury-sponsored purchaser (the “MPA”); (II) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases In Connection With the Sale; and (III) Granting Related Relief entered as of July 5, 2009 (the “Sale Order”) [Docket No. 2968] and establishing a schedule for the valuation proceedings for the TPC Property (as defined in the Sale Order) (the “Motion”); and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is appropriate

pursuant to the Sale Order, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore it is:

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to the Sale Order, valuation proceedings before this Court to determine the value of the TPC Property have been properly initiated by the TPC Lenders; and it is further

ORDERED that discovery in connection with the valuation proceeding shall be concluded by March 18, 2011; and it is further

ORDERED that pre-hearing memoranda shall be submitted to the Court by the parties on or before April 1, 2011; and it is further

ORDERED that an evidentiary hearing with respect to the valuation proceeding shall be held on April __, 2011 at __: __ .m (Eastern Time); and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York

_____, 2011

United States Bankruptcy Judge